

***The Bylaws
of the
Lyme Academy College of Fine Arts, Inc.***

ARTICLE I. Name and Offices.

Section 1. The legal name of this corporation (the "College") shall be Lyme Academy College of Fine Arts, Inc. The College may be referred to by other names to indicate its affiliation with the Member.

Section 2. The principal place of business and the facilities of the College shall be at 84 Lyme Street, Old Lyme, Connecticut, 06371.

Section 3. The College may also have offices at such other places as the Trustees may from time to time determine or as the business of the College requires.

ARTICLE II. Purpose.

Section 1. Premise. The Visual Arts are a powerful and effective force for the expression of ideas. Since the origins of civilization, they have held a central position in human affairs because of their capacity to communicate an extraordinary range of thought and feeling beyond the limits of language, time, culture, and geography.

Section 2. Objective. The College was founded to provide for the education and training of students who are committed to the intellectual and emotional challenge of life as practicing artists, as well as those students whose lives may be enriched by avocational study. The College is also committed to bringing the principles, history, significance, and meaning of the fine arts to the community and the region.

Section 3. Mission Statement. The mission of the College is to educate aspiring artists through a rigorous studio curriculum rooted in figurative and representational art. The College offers a comprehensive liberal arts education essential for advanced critical and creative thought. The program reflects a deep respect for both traditional and innovative forms of teaching and provides an unrivaled foundation for developing unique visual expressions. Upon completion of their studies, students will be equipped not only to articulate their culture, but also to give it shape and substance.

Section 4. Curricular Standards. The Studio and Liberal Arts curricula are designed to provide a practical foundation on which each student can develop his or her unique intellectual and visual articulation with confidence and integrity. The educational programs of the College are intended to develop:

- (a) Craftsmanship and technical skill in the use of materials and methods;
- (b) Discipline of developing abilities in objective judgment and subjective intuition;
- (c) Knowledge of history of art, ideas, and human experience; critical thinking about ideas, events, intentions, and purpose;
- (d) Commitment to the pursuit of excellence;
- (e) Inspiration to fuel the intention and direction of the work;
- (f) A respect and tolerance for authenticity and diversity in the search for intellectual and aesthetic integrity; and
- (g) Integration of the subjective, rational, and technical in artistic practice.

Based on these principles, the College offers a strong sequential program designed to develop intellect and imagination, intensity of observation, sound craftsmanship, quality of execution, individual initiative, and creativity, as well as depth of interpretation of ideas through artistic expression.

ARTICLE III. Member

Section 1. Single Member. The College shall have a single member, namely University of New Haven, Incorporated (the "Member"). The Member shall act through its President, who shall be directed by the Member's Board of Governors for matters requiring Member consent or approval under these Bylaws, the College's Certificate of Incorporation, or applicable law.

Section 2. Appointment of Trustees. The College's Trusteeship Committee shall propose members for the College's Board of Trustees. Such proposals shall take into account the requirement that at all times at least one member of the College's Board of Trustees shall be an individual serving on the Member's Board of Governors (or a designee of the Member's Board of Governors). The Member exclusively shall have the right to appoint, remove and replace the elected members of the College's Board of Trustees.

Section 3. Other Rights of Member. The Member shall have all rights afforded to members under the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the "Act"). Without limiting the foregoing, the Member exclusively shall have the following rights:

- (a) the right to amend the College's Bylaws; and
- (b) the right to restore independence of the College in accordance with the Affiliation Agreement, dated July 15, 2014 entered into between the College and the Member.

ARTICLE IV. Board of Trustees.

Section 1. Subject to the rights of the Member, the Board of Trustees shall be responsible for the management of the College's funds, properties, and affairs in accordance with annual budgets approved in accordance with these Bylaws. The Board of Trustees shall serve the missions of the College and its Member. The approval of the Board of Trustees shall be required for all matters required by the Act to be approved by a board of directors. The Board of Trustees shall also consider, approve and recommend to the Member a preliminary annual budget for operating and capital expenditures of the College and may also consider and approve other actions that the Board of Trustees believes to be in the best interests of the College, including recommendations for strategic initiatives and fundraising opportunities. However, without the prior written consent of the Member, the Board of Trustees shall not do or permit any of the following:

- (a) engage in any transaction or activity which would be inconsistent with the tax-exempt purposes of the College or the Member, constitute an unrelated trade or business within the meaning of Section 513 of the Internal Revenue Code of 1986, as amended (the "Code"), generate unrelated business taxable income within the meaning of Section 512 of the Code, or generate unrelated debt-financed income within the meaning of Section 514 of the Code;
- (b) sell, transfer, convey, assign, lease, license or otherwise dispose of a substantial part of the College's assets, or cancel or forgive any material debts or claims owing to it;
- (c) mortgage, pledge, subject to a lien, or grant a security interest in, or otherwise encumber, any material assets, except inchoate liens arising by law which are not yet due and payable;
- (d) adopt a final annual budget for operating and capital expenditures;
- (e) make or commit to any operating or capital expenditure in excess of those identified in a final annual budget approved by the Member;
- (f) make any loan or give any guarantee or indemnity, or make any other similar commitment with respect to a debt or other liability of any other person, firm or corporation;
- (g) enter into any material new leases, contracts or agreements (including employment agreements) or adversely amend any material contracts or agreements;
- (h) make any change in the accounting methods or practices followed by it or any change in the depreciation or amortization policies or rates theretofore adopted or applied, other than those changes required to conform to generally accepted accounting practices;
- (i) dissolve, liquidate, terminate College operations, or merge with or into another

organization; or

- (j) select, hire or fire the independent auditor of the College.

Section 2. The Board of Trustees shall consist of not fewer than twelve nor more than thirty persons, exclusive of Special Class Trustees. At all times, at least one individual serving as a voting member of the Board of Trustees shall be an individual serving on the Member's Board of Governors (or a designee of the Member's Board of Governors).

- (a) Generally, a Trustee shall be appointed at an annual meeting of the Member and, once appointed, shall serve for a three-year term that expires at the third annual meeting of the Member after the Trustee's appointment. In appointing Trustees at an annual meeting, the Member shall consider a slate of proposed Trustees recommended by the College's Trusteeship Committee. The Member may appoint Trustees to fill vacancies on the Board of Trustees or to increase the number of individuals on the Board of Trustees. Such appointments may be for less than a full three-year term. Trustees shall be appointed in a manner to ensure that the terms of approximately one third of the Trustees shall expire each year. No Trustee may serve a consecutive period exceeding nine years. A former Trustee who has not held such office for one year or longer shall be eligible for re-appointment.
- (b) Trustee Removal. Any Trustee may be removed with or without cause by the Member.

Section 3. All Trustees are expected to assist the College in the following ways:

- (a) Through governance and stewardship, to fulfill the mission, protect and conserve the resources, and enhance the reputation of the College;
- (b) Through service on committees of the Board that deal with matters of particular interest to individual Trustees;
- (c) Through financial contributions in accordance with personal ability and through raising funds, as requested, from others; and
- (d) Through representation of the College in the community, the region, and beyond.

Section 4. Special Class Trustees.

- (a) Trustee Emeritus. The Board of Trustees may elect individuals to serve as Trustees Emeritus. A Trustee who has retired from the Board of Trustees may, upon recommendation of the Trusteeship Committee, be elected as a Trustee Emeritus by a majority of the Board of Trustees. This position shall be reserved for those Trustees who have rendered exceptional and meritorious service to the College over an extended period. A Trustee Emeritus shall be elected for one term (three years) and may be re-elected to additional terms without any limitation on the number of

terms. They shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board, and to be members of all committees except any Executive Committee. However, a Trustee Emeritus shall not be counted in determining a quorum and shall not have the power to vote in meetings of the Board of Trustees or in meetings of any committee of the Board of Trustees.

- (b) Chairperson Emeritus. The Board of Trustees may elect individuals to serve as Chairpersons Emeritus under the same terms as a Trustee Emeritus.
- (c) Honorary Trustee. The Board of Trustees may elect individuals to serve as Honorary Trustees. Selected governmental officials and other distinguished individuals may, upon recommendation of the Trusteeship Committee, be elected Honorary Trustee by a majority of the Board of Trustees. An Honorary Trustee shall be elected for one term (three years) and may be re-elected to additional terms and shall have all the rights and privileges enumerated above in Article IV, Section 4(a). Notwithstanding the foregoing, during any period in which Dr. Wayne O. Southwick is not a Trustee, he shall be an Honorary Trustee.
- (d) A Trustee Emeritus, Chairperson Emeritus or Honorary Trustee may be elected by the Board of Trustees at any meeting of the Board of Trustees. A Trustee Emeritus, Chairperson Emeritus or Honorary Trustee may be removed, at any time, with or without notice, by the Member if the Member determines that such individual's continuing relationship with the College is not in the best interests of the College.

Section 5. Meetings. The Board shall meet on the fourth weekend of the months of January, April, July and October. The October meeting shall be the Annual Meeting. The January and July meetings of the Board are intended to focus on matters for consideration by the Member's Board of Governors at its spring and fall meetings, respectively. If at any time the Chairperson of the Board shall ascertain that a majority of the Trustees prefer a different date for any regular meeting, or shall determine that the interests of the College so require, the Chairperson may advance or postpone the same to any date not more than four weeks before or after the foregoing dates. The Chairperson of the Board may also call a Special Meeting of the Board if the interests of the College so require or if requested by the Member. All Trustees shall receive at least two weeks' notice of all regular meetings and at least one week's notice of all special meetings.

Section 6. Quorum, Voting. At any meeting of the Board, a majority of the Trustees shall constitute a quorum, and the act of a majority of the voting Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the presence of or act of a greater number of Trustees is specifically required by these Bylaws, the College's Certificate of Incorporation, or the Act.

Section 7. Vacancy. Any vacancy caused by the death, resignation, dismissal, or inability

to act of any Trustee may be filled by the Member. The Member shall consider the recommendation of the Trusteeship Committee when filling a vacancy on the Board of Trustees.

ARTICLE V. Officers.

Section 1. Appointed Officers. The appointed officers of the Board shall consist of a Chairperson and a Secretary and may consist of one or more Vice-Chairpersons. These officers shall be appointed at the annual meeting of the Member and shall hold office for a term of one year. The term of office of all officers appointed at any annual meeting of the Member shall begin at the conclusion of the meeting. Only individuals who are appointed members of the Board of Trustees can serve as appointed officers. In appointing officers, the Member shall consider a slate of proposed officers nominated by the College's Trusteeship Committee.

Section 2. The duties of the appointed officers shall be as follows:

- (a) Chairperson of the Board. The Chairperson shall be Chairperson of the Board of Trustees. In addition the Chairperson of the Board shall be an ex-officio member of all committees. The Chairperson of the Board shall annually appoint the chairperson of the Trusteeship Committee. The Chairperson shall, in consultation with the President, make all appointments to any other committees. In the event of the Board Chairperson's absence, resignation, or death, the duties of the office shall devolve upon a Vice-Chairperson.
- (b) Vice Chairperson. The Vice-Chairperson or Vice-Chairpersons shall assist the Chairperson and shall assume such responsibilities as the Chairperson may delegate.
- (c) Secretary. The Secretary shall cause a written record to be made of all Board and committee meetings, which records shall be sent out to all Trustees in a timely fashion. He/she shall have custody of and preserve the corporate seal and shall affix same to all necessary documents under the direction of the Chairperson, and/or the Board of Trustees.

Section 3. Vacancy. Unless otherwise specified herein, any vacancy caused by the death, resignation, dismissal, or inability to act of any officer shall be filled by the Member. In filling the vacancy, the Member shall consider the recommendation of the Trusteeship Committee.

ARTICLE VI. President; Campus Dean.

The President of the Member shall be President of the College, unless the Member designates someone else to be the President of the College. The President of the College shall provide leadership and direction for the whole College with a view to enhancing its growth, reputation,

and excellence. The President shall have the authority to sign all contracts on behalf of the College; provided that the Member may delegate that authority to additional individuals. The President shall be reasonably available to attend meetings of the Board of Trustees with reasonable advance notice.

The College Campus Dean shall be the senior administrative officer at the College. The Campus Dean shall serve as the chief academic officer for degree and certificate programs, oversee continuing and community education programming, and coordinate campus administrative operations with other administrative officers of the Member. The Campus Dean shall report to the Provost and Senior Vice President for Academic Affairs of the Member. The Campus Dean shall be expected to attend all meetings of the Board of Trustees and may attend Board committee meetings as the Campus Dean deems advisable.

ARTICLE VII. Committees.

Section 1. There shall be the following standing committees of Trustees: a Trusteeship Committee, a Facilities Committee, a Development Committee, and a Budget and Planning Committee.

- (a) The Trusteeship Committee shall identify, cultivate, nominate, and provide orientation for new board members. It shall nominate Trustees and officers. It shall conduct an evaluation of Board governance and stewardship at least as often as required by the New England Association of Schools and Colleges, and other accrediting agencies.
- (b) The Facilities Committee shall be responsible for making recommendations to the Board and the Member with respect to matters concerning the College's buildings and grounds and related furnishings and equipment.
- (c) The Development Committee shall advise the Board and the Member, and coordinate efforts with the Member, regarding College-specific fundraising initiatives.
- (d) The Budget and Planning Committee shall be responsible for considering and making recommendations to the Board and the Member of a preliminary annual budget for operating and capital expenditures of the College and making reports to the Board and the Member concerning the College's revenues, endowment funds, properties and financial status.

Section 2. The members of each standing committee shall be selected and appointed by the Chairperson of the Board with the concurrence of the chairperson of the committee. Only individuals who are members of the Board of Trustees may serve as voting members on a committee. Individuals who are not Trustees can be members of a committee for consultative, non-voting roles at the request of the chairperson of the committee and with the approval of the

Chairperson of the Board and the President.

Section 3. The Chairperson of the Board, in consultation with the President, may appoint any special committees, including a committee chairperson, required, in his/her opinion, for specific purposes. Special committees shall be disbanded at the conclusion of their work or otherwise as determined by the Chairperson of the Board.

Section 4. The Chairperson of the Board shall be a voting member of all standing committees and, unless otherwise determined by the Chairperson of the Board, of all special committees.

Section 5. Committee chairs will develop an annual meeting schedule in conjunction with the Chairperson of the Board.

Section 6. A majority of the Trustees serving on a committee shall constitute a quorum, and the act of a majority of the voting Trustees present at a meeting at which a quorum is present shall be the act of the committee, unless the presence of or act of a greater number of Trustees is specifically required by these Bylaws, the College's Certificate of Incorporation, or the Act.

ARTICLE VIII. Fiscal Year.

The fiscal year of the College shall begin on the first day of July of each year and end on the ensuing last day of June.

ARTICLE IX. Conflict of Interest Policy.

Each officer and member of the Board of Trustees of the College shall annually sign a statement which affirms that such person (a) has received a copy of the College's Conflict of Interest Policy, (b) has read and understands the policy, (c) has agreed to comply with the policy and (d) understands that the College is a tax-exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE X. Discrimination Prohibited.

No person shall be prohibited or prevented from participating in the activities or public benefits of the College by reason of, and the College and its agents and representatives, shall not discriminate on the basis of, race, religion, creed, color, national origin, ancestry, sex, sexual orientation, marital status, age, disability, pregnancy, gender identity or expression, or any other basis prohibited by state or federal law. Wherever feasible, this policy shall be publicly declared in publications, newspaper advertisements, or other appropriate forums to assure widespread awareness both within and without the College community.

ARTICLE XI. Use of Language.

In construing these Bylaws, the use of words of any gender shall be deemed to include words of the other gender and, except where the context indicates otherwise, words in either the singular or the plural shall be deemed to include the other.

ARTICLE XII. Amendments.

These Bylaws may not be amended by the Board of Trustees. These Bylaws may be amended at any time by the Member.

ARTICLE XIII. Adoption.

These Bylaws shall supersede all previous Bylaws of the College and shall become effective immediately upon their adoption by the Member.